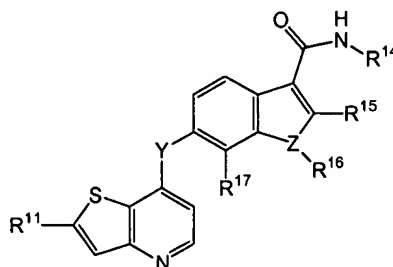


Listing of Claims:

This listing of the claims will replace all prior versions and listings of claims in the application.

1-51. (Canceled).

52. (Currently Amended) A compound represented by the formula I:



wherein:

Y is -NH-, -O-, -S-, or -CH₂-;

Z is -O- or -N-;

R¹⁴ is a C₁-C₆ alkyl, ~~amine~~ C₁-C₆ alkylamino, ~~hydroxy~~ C₁-C₆ alkylhydroxy, C₃-C₁₀ cycloalkyl, C₁-C₆ alkyl C₃-C₁₀ cycloalkyl or methylureido group;

R¹⁵ and R¹⁷ are independently H, halo, or a C₁-C₆ alkyl group unsubstituted or substituted by one or more R⁵ groups;

R¹⁶ is H or a C₁-C₆ alkyl group when Z is N, and R¹⁶ is absent when Z is -O-;

R¹¹ is H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -C(O)NR¹²R¹³, -C(O)(C₆-C₁₀ aryl), -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_iNR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹², wherein said C₁-C₆ alkyl, -C(O)(C₆-C₁₀ aryl), -(CH₂)_i(C₆-C₁₀ aryl), and -(CH₂)_i(5 to 10 membered heterocyclic) moieties of the said R¹¹ groups are unsubstituted or substituted by one or more R⁵ groups;

each R⁵ is independently selected from halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, -C(O)R⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -NR⁶R⁷, -OR⁹, -SO₂NR⁶R⁷, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₁-C₆ alkylamino, -(CH₂)_jO(CH₂)_qNR⁶R⁷, -(CH₂)_jO(CH₂)_qOR⁹, -(CH₂)_jOR⁹, -S(O)_j(C₁-C₆ alkyl), -(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_i(5 to 10 membered heterocyclic), -C(O)(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_jO(CH₂)_i(C₆-C₁₀ aryl), -(CH₂)_jO(CH₂)_q(5 to 10 membered heterocyclic), -C(O)(CH₂)_i(5 to 10 membered heterocyclic), -(CH₂)_jNR⁷(CH₂)_qNR⁶R⁷, -(CH₂)_jNR⁷CH₂C(O)NR⁶R⁷, -(CH₂)_jNR⁷(CH₂)_qNR⁹C(O)R⁸, (CH₂)_jNR⁷(CH₂)_qO(CH₂)_qOR⁹, -(CH₂)_jNR⁷(CH₂)_qS(O)_j(C₁-C₆ alkyl), -(CH₂)_jNR⁷(CH₂)_iR⁶, -SO₂(CH₂)_i(C₆-C₁₀ aryl), and -SO₂(CH₂)_i(5 to 10 membered heterocyclic), the -(CH₂)_q- and -(CH₂)_i- moieties of the said R⁵ groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R⁵ groups are unsubstituted or substituted with

one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, -OH, -C(O)R⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -(CH₂)_tNR⁶R⁷, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_t(C₆-C₁₀ aryl), -(CH₂)_t(5 to 10 membered heterocyclic), -(CH₂)_tO(CH₂)_qOR⁹, and -(CH₂)_tOR⁹;

each R⁶ and R⁷ is independently selected from H, OH, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_t(C₆-C₁₀ aryl), -(CH₂)_t(5 to 10 membered heterocyclic), -(CH₂)_tO(CH₂)_qOR⁹, -(CH₂)_tCN(CH₂)_tOR⁹, -(CH₂)_tCN(CH₂)_tR⁹ and -(CH₂)_tOR⁹, and the alkyl, aryl and heterocyclic moieties of the said R⁶ and R⁷ groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, -C(O)R⁸, -C(O)OR⁸, -CO(O)R⁸, -OC(O)OR⁸, -NR⁹C(O)R¹⁰, -C(O)NR⁹R¹⁰, -NR⁹R¹⁰, C₁-C₆ alkyl, -(CH₂)_t(C₆-C₁₀ aryl), -(CH₂)_t(5 to 10 membered heterocyclic), -(CH₂)_tO(CH₂)_qOR⁹, and -(CH₂)_tOR⁹, where when R⁶ and R⁷ are both attached to the same nitrogen, then R⁶ and R⁷ are not both bonded to the nitrogen directly through an oxygen;

each R⁸ is independently selected from H, C₁-C₁₀ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_t(C₆-C₁₀ aryl), and -(CH₂)_t(5 to 10 membered heterocyclic);

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

each R⁹ and R¹⁰ is independently selected from H, -OR⁶, C₁-C₆ alkyl, and C₃-C₁₀ cycloalkyl; and

each R¹² and R¹³ is independently selected from H, C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, -(CH₂)_t(C₃-C₁₀ cycloalkyl), -(CH₂)_t(C₆-C₁₀ aryl), -(CH₂)_t(5 to 10 membered heterocyclic), -(CH₂)_tO(CH₂)_qOR⁹, and -(CH₂)_tOR⁹, and the alkyl, aryl and heterocyclic moieties of the said R¹² and R¹³ groups are unsubstituted or substituted with one or more substituents independently selected from R⁵, or R¹² and R¹³ are taken together with the nitrogen to which they are attached to form a C₅-C₉ azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C₅-C₉ azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl rings are unsubstituted or substituted with one or more R⁵ substituents, where R¹² and R¹³ are not both bonded to the nitrogen directly through an oxygen;

or pharmaceutically acceptable salts or solvates thereof.

53. (Previously presented) The compound, salt, or solvate of claim 52, wherein R¹¹ is -(CH₂)_t(5 to 10 membered heterocyclic), -C(O)NR¹²R¹³, -(CH₂)_tNR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹².

54. (Previously presented) The compound of claim 53, wherein R¹¹ is -(CH₂)_t(5 to 10 membered heterocyclic), -C(O)NR¹²R¹³, -SO₂NR¹²R¹³ or -CO₂R¹².

55. (Previously presented) The compound of claim 54, wherein R¹¹ is -(CH₂)_t(5 to 10 membered heterocyclic) or -C(O)NR¹²R¹³.

56. (Previously presented) The compound of claim 55, wherein R^{11} is $-C(O)NR^{12}R^{13}$, wherein R^{12} and R^{13} are independently selected from H, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, $-(CH_2)_l(C_3$ - C_{10} cycloalkyl), $-(CH_2)_l(C_6$ - C_{10} aryl), $-(CH_2)_l(5$ to 10 membered heterocyclic), $-(CH_2)_lO(CH_2)_qOR^9$, and $-(CH_2)_lOR^9$.

57. (Previously presented) The compound of claim 56, wherein R^{11} is $-C(O)NR^{12}R^{13}$, and wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5 - C_9 azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5 - C_9 azabicyclic, aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted by 1 to 5 R^5 substituents.

58. (Previously presented) The compound of claim 57, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

59. (Previously presented) The compound of claim 58, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

60. (Previously presented) The compound of claim 59, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl or piperidinyl ring, wherein said pyrrolidinyl or piperidinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

61. (Previously presented) The compound of claim 60, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl ring, wherein said pyrrolidinyl is unsubstituted or substituted with 1 to 5 R^5 substituents.

62. (Previously presented) The compound of claim 61, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidin-1-yl ring, wherein said pyrrolidin-1-yl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

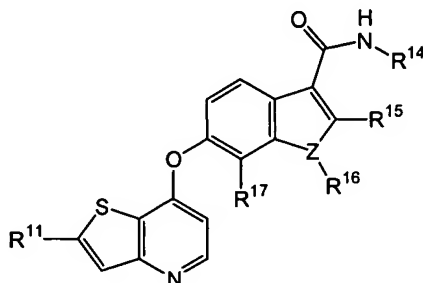
63. (Previously presented) The compound of claim 55, wherein R^{11} is a $-(CH_2)_l(5$ to 10 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

64. (Previously presented) The compound of claim 63, wherein R^{11} is a $-(CH_2)_l(5$ -8 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

65. (Previously presented) The compound of claim 64, wherein R^{11} is a $-(CH_2)_l(5$ or 6 membered heterocyclic) group is unsubstituted or substituted with 1 to 5 R^5 groups.

66. (Previously presented) The compound of claim 65, wherein R^{11} is a $-(CH_2)_l(5$ membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

67. (Previously presented) The compound of claim 66, wherein R^{11} is a thiazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.
68. (Previously presented) The compound of claim 66, wherein R^{11} is an imidazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.
69. (Previously presented) The compound of claim 52, wherein R^{16} is a C_1 - C_6 alkyl group.
70. (Previously presented) The compound of claim 69, wherein R^{16} is methyl.
71. (Previously presented) The compound of claim 52, wherein R^{14} is methyl.
72. (Currently Amended) A compound represented by the formula II:



II

wherein:

- Z is -O- or -N-;
- R^{14} is a C_1 - C_6 alkyl, ~~amino~~ C_1 - C_6 alkyl amino, ~~hydroxy~~ C_1 - C_6 alkyl hydroxy, C_3 - C_{10} cycloalkyl, C_1 - C_6 alkyl C_3 - C_{10} cycloalkyl or methylureido group;
- R^{15} and R^{17} are independently H, halo, or a C_1 - C_6 alkyl group;
- R^{16} is H or a C_1 - C_6 alkyl group when Z is -N- and R^{16} is absent when Z is -O-;
- R^{11} is a heteroaryl group unsubstituted or substituted by one or more halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, $-(CH_2)_iO(CH_2)_qNR^6R^7$, $-(CH_2)_iO(CH_2)_qOR^9$, $-(CH_2)_iOR^9$, $-S(O)_j(C_1$ - C_6 alkyl), $-(CH_2)_i(C_6$ - C_{10} aryl), $-(CH_2)_i(5$ to 10 membered heterocyclic), $-C(O)(CH_2)_i(C_6$ - C_{10} aryl), $-(CH_2)_iO(CH_2)_j(C_6$ - C_{10} aryl), $-(CH_2)_iO(CH_2)_q(5$ to 10 membered heterocyclic), $-C(O)(CH_2)_i(5$ to 10 membered heterocyclic), $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^6C(O)R^8$, $-(CH_2)_jNR^7(CH_2)_qO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j(C_1$ - C_6 alkyl), $-(CH_2)_jNR^7$ $-(CH_2)_iR^8$, $-SO_2(CH_2)_i(C_6$ - C_{10} aryl), and $-SO_2(CH_2)_i(5$ to 10 membered heterocyclic), the $-(CH_2)_q$ - and $-(CH_2)_i$ - moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, -OH, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-(CH_2)_iNR^6R^7$, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, $-(CH_2)_i(C_6$ - C_{10} aryl), $-(CH_2)_i(5$ to 10 membered heterocyclic), $-(CH_2)_iO(CH_2)_qOR^9$, and $-(CH_2)_iOR^9$;
- each R^6 and R^7 is independently selected from H, OH, C_1 - C_6 alkyl, C_3 - C_{10} cycloalkyl, $-(CH_2)_i(C_6$ - C_{10} aryl), $-(CH_2)_i(5$ to 10 membered heterocyclic), $-(CH_2)_iO(CH_2)_qOR^9$,

$-(CH_2)_tCN(CH_2)_iOR^9$, $-(CH_2)_tCN(CH_2)_iR^9$ and $-(CH_2)_tOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-CO(O)R^8$, $-OC(O)OR^8$, $-NR^9C(O)R^{10}$, $-C(O)NR^9R^{10}$, $-NR^9R^{10}$, C_1-C_6 alkyl, $-(CH_2)_t(C_6-C_{10}$ aryl), $-(CH_2)_t(5 \text{ to } 10 \text{ membered heterocyclic})$, $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6-C_{10}$ aryl), and $-(CH_2)_t(5 \text{ to } 10 \text{ membered heterocyclic})$;

each R^9 and R^{10} is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl;

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

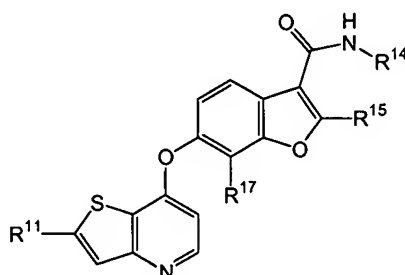
or pharmaceutically acceptable salts or solvates thereof.

73. (Previously presented) The compound of claim 72, wherein R^{16} is a C_1-C_6 alkyl group.

74. (Previously presented) The compound of claim 73, wherein R^{16} is methyl.

75. (Previously presented) The compound of claim 72, wherein R^{14} is methyl.

76. (Currently Amended) A compound represented by the formula IV:



IV

wherein:

R^{14} is a C_1-C_6 alkyl, ~~amine~~ C_1-C_6 alkylamino, ~~hydroxy~~ C_1-C_6 alkylhydroxy, C_3-C_{10} cycloalkyl, C_1-C_6 alkyl C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group;

R^{11} is a heterocyclic or a heteroaryl group unsubstituted or substituted by one or more groups selected from $-C(O)OR^8$, C_1-C_6 alkyl, and $-(CH_2)_tOR^9$;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6-C_{10}$ aryl), and $-(CH_2)_t(5 \text{ to } 10 \text{ membered heterocyclic})$;

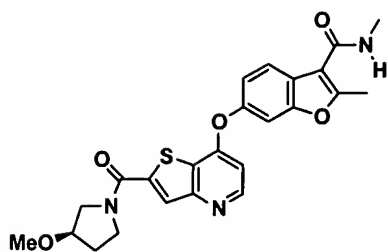
each R^9 is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl; and

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

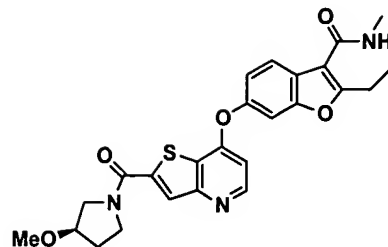
or pharmaceutically acceptable salts or solvates thereof.

77. (Previously presented) The compound of claim 76, wherein R^{14} is methyl.

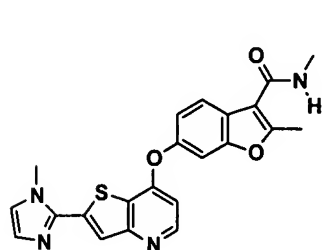
78. (Previously presented) A compound selected from the group consisting of:



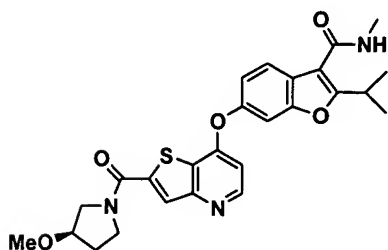
;



;



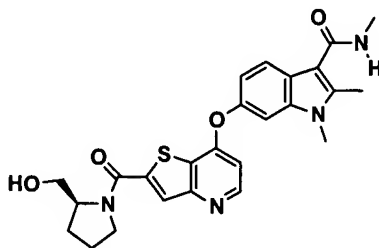
; and



;

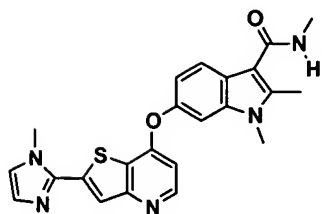
or a pharmaceutically acceptable salt or solvate thereof.

79. (Previously presented) A compound selected from the group consisting of:

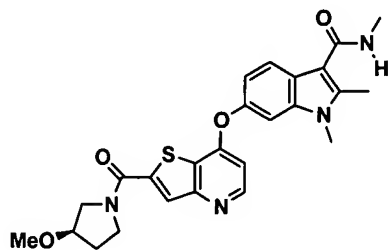


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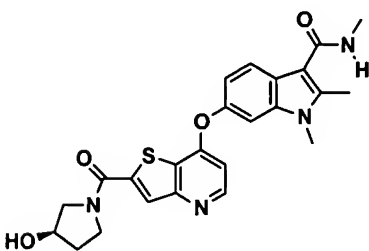
;



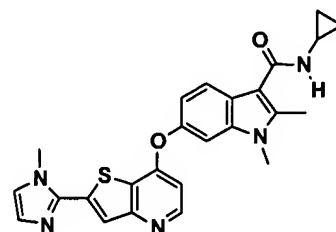
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;



;



;

87. (Previously presented) A pharmaceutical composition for the prevention of blastocyte implantation in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.
88. (Previously presented) A pharmaceutical composition for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.
89. (Previously presented) The pharmaceutical composition of claim 88 wherein said disease is selected from the group consisting of tumor angiogenesis, chronic inflammatory disease, atherosclerosis, skin diseases, diabetes, diabetic retinopathy, retinopathy of prematurity, age-related macular degeneration, hemangioma, glioma, melanoma, Kaposi's sarcoma and ovarian, breast, lung, pancreatic, prostate, colon and epidermoid cancer.
90. (Previously presented) A pharmaceutical composition for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52, a therapeutically effective amount of a compound, salt or solvate of an antihypertensive agent, and a pharmaceutically acceptable carrier.
91. (Previously presented) A method of treating a hyperproliferative disorder in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.
92. (Previously presented) The method of claim 91, wherein said hyperproliferative disorder is cancer.
93. (Previously presented) The method of claim 92 wherein said cancer is brain, lung, ophthalmic, squamous cell, renal, kidney, ovarian, bladder, gastric, pancreatic, breast, head, neck, oesophageal, prostate, colorectal, gynecological or thyroid cancer.
94. (Previously presented) The method of claim 91 wherein said hyperproliferative disorder is noncancerous.
95. (Previously presented) The method of claim 94 wherein said hyperproliferative disorder is a benign hyperplasia of the skin or prostate.
96. (Previously presented) A method for the treatment of a hyperproliferative disorder in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52 in combination with an anti-tumor agent selected from the group consisting of mitotic inhibitors, alkylating agents, anti-metabolites, intercalating antibiotics, growth factor inhibitors, cell cycle inhibitors, enzymes, topoisomerase inhibitors, biological response modifiers, anti-hormones, and anti-androgens.
97. (Previously presented) A method of treating pancreatitis or kidney disease in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.

98. (Previously presented) A method of preventing blastocyte implantation in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.
99. (Previously presented) A method for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.
100. (Previously presented) The method of claim 99 wherein said disease is selected from the group consisting of tumor angiogenesis, chronic inflammatory disease, atherosclerosis, skin diseases, diabetes, diabetic retinopathy, retinopathy of prematurity, age-related macular degeneration, hemangioma, glioma, melanoma, Kaposi's sarcoma and ovarian, breast, lung, pancreatic, prostate, colon and epidermoid cancer.
101. (Previously presented) A method for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52 in conjunction with a therapeutically effective amount of an anti-hypertensive agent.
102. (Previously presented) The compound of claim 52, wherein R¹⁴ is cyclopropyl.
103. (Previously presented) The compound of claim 72, wherein R¹⁴ is cyclopropyl.